

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

UNITED STATES OF AMERICA,

Plaintiff,

v.

ALCAN INC.,
ALCAN ALUMINUM CORP.,
PECHINEY, S.A., and
PECHINEY ROLLED PRODUCTS, LLC,

Defendants,

State of West Virginia,

Intervenor.

Case No. 1:03 CV 02012-GK

Judge Gladys Kessler

DECK TYPE: Antitrust

Entered: February 22, 2005

**STIPULATION AND ORDER REGARDING VOLUNTARY DISMISSAL
OF INTERVENOR STATE OF WEST VIRGINIA'S AMENDED COMPLAINT IN
INTERVENTION AND ENTRY OF THE PROPOSED AMENDED FINAL JUDGMENT**

WHEREAS, on May 26, 2004, the United States filed a proposed Amended Final Judgment in this case, requiring the defendants to divest *either* Alcan's or Pechiney's brazing sheet business (*see* AFJ, §§ II (F)(1)-(3), II (E)(1)-(3), and IV(A));

WHEREAS the State of West Virginia intervened, and on August 31, 2004, filed its Amended Complaint of Intervenor the State of West Virginia ("Amended Complaint in Intervention"), which sought to prevent the defendants' sale of Pechiney's brazing sheet business, and in particular, Pechiney's Ravenswood, West Virginia, aluminum rolling mill;

WHEREAS, the defendants subsequently chose to divest Alcan's brazing sheet business, and completed the divestiture on January 19, 2005, by organizing that business and other corporate assets into a separate, independent, and viable new company, Novelis Inc., and

spinning off equity ownership in the new company to Alcan's existing shareholders,¹ with Alcan retaining ownership of the Ravenswood, West Virginia, rolling mill;

WHEREAS the United States no longer seeks nor requires the defendants' divestiture or sale of Pechiney's brazing sheet business (*i.e.*, the Ravenswood, West Virginia, rolling mill) to restore competition in the brazing sheet market in North America; and

WHEREAS Intervenor State of West Virginia believes it has achieved what it initially sought by intervening in this matter;

IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned parties, subject to approval and entry by the Court, that:

1. Intervenor State of West Virginia's Amended Complaint in Intervention is voluntarily dismissed without prejudice.

2. The United States and the defendants have complied with the public notice, disclosure, and comment provisions of the Antitrust Procedures and Penalties Act ("APPA"), 15 U.S.C. §§ 16(b)-(h), with respect to the proposed Amended Final Judgment.

3. Entry of the proposed Amended Final Judgment, a copy of which is attached as Exhibit A, would be in the public interest, and accordingly, the Court should enter the Amended Final Judgment without further hearings.

¹The defendants' common stock is held by a large number of individual shareholders, none of whom controls more than five percent of the outstanding shares. For that reason, the United States concluded, the defendants would neither own nor control the spinoff, Novelis.

Dated: February 16, 2005.

Respectfully submitted,

FOR PLAINTIFF
UNITED STATES OF AMERICA

FOR DEFENDANTS ALCAN INC.,
ALCAN ALUMINUM CORP., PECHINEY, S.A.,
and PECHINEY ROLLED PRODUCTS, LLC

/s/

Anthony E. Harris, Esq.,
IL Bar # 1133713
U.S. Department of Justice
Antitrust Division, Litigation II Section
1401 H Street, NW, Suite 3000
Washington, DC 20530
Telephone: (202) 307-6583

/s/

D. Stuart Meiklejohn, Esq.
Steven L. Holley, Esq.
Sullivan & Cromwell LLP
125 Broad Street
New York, NY 10004-2498
Telephone: (212) 558-4000

Daryl A. Libow, Esq., DC Bar # 446314
Sullivan & Cromwell LLP
1701 Pennsylvania Avenue, NW
Washington, DC 20006-5805
Telephone: (202) 956-7500

FOR INTERVENOR THE STATE OF WEST VIRGINIA

/s/

Andrew G. Fusco, Esq., WV Bar # 1317
Special Assistant Attorney General
Eckert Seamans Cherin & Mellot, PLLC
2400 Cranberry Square
Morgantown, WV 26508-9209
Telephone: (304) 594-1000

Edward J. Longosz, II, Esq., DC Bar # 368932
Eckert Seamans Cherin & Mellot, LLC
1747 Pennsylvania Avenue, NW, Suite 1200
Washington, DC 20006
Telephone: (202) 659-6619

ORDER

IT IS SO ORDERED by the Court, this 18th day of February 2005.

Glady Kessler /s/

United States District Judge